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Woodward-Clyde

Corporate Office • Stanford Place 3, Suite 600
4582 South Ulster Street • Denver, CO 80237-2637

100002204001--7
-06/06/97--01049--023
*****43.75 *****43.75

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NC
10/16/97
MTEA

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 13, 1997

WOODWARD-CLYDE
CORP. OFFICE, STANFORD PLACE 3, SUITE 600
4582 SOUTH ULSTER STREET
DENVER, CO 80237-2637

SUBJECT: WOODWARD-CLYDE CONSULTANTS
Ref. Number: 833552

We have received your document for WOODWARD-CLYDE CONSULTANTS and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

The corporate suffix must be added on the application form, #5.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 097A00031829

*Corrections
Have Been made*

FILED
IN THE OFFICE OF THE
SECRETARY OF STATE OF THE
STATE OF NEVADA

1-14-97
10:53

STATE OF NEVADA

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

No. 2-48-70

WOODWARD-CLYDE CONSULTANTS

Dean Hill
DEAN HILL, SECRETARY OF STATE

We the undersigned James R. Miller, President and Robert K. Wilson, Assistant Secretary of Woodward-Clyde Consultants do hereby certify:

That the Board of Directors of said corporation at a meeting duly convened, held on the 9th day of November, 1996, adopted a resolution to amend the original articles as follows:

Article 1 is hereby amended to read as follows:

The name of this corporation is Woodward-Clyde International-Americas.

The number of shares of the corporation outstanding and entitled to vote on an amendment to the Articles of Incorporation is 100.

The said change and amendment has been consented to and approved by a unanimous vote of the stockholders holding 100% of each class of stock outstanding and entitled to vote hereon.

James R. Miller
James R. Miller, President

Robert K. Wilson
Robert K. Wilson, Assistant Secretary

State of Arizona
County of Maricopa

On 2 December 1996, personally appeared before me, a Notary Public, James R. Miller & Robert K. Wilson, who
Names of Persons Signing document

acknowledged that they executed the above instrument.

(Faint notary stamp text)

(Notary stamp or seal)

JAME D. THRUN
Signature of Notary

JAME D. THRUN
Notary Public, State of Colorado
City and County of Denver
930 Cook Street, Denver, CO 80206
Commission Expires December 4, 1997

BBMSF2 190703
28209-0900

1-14-97

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STATE OF NEVADA
Secretary of State

I hereby certify that this is a true and complete copy of the document as filed in this office.

MAY 29 '97

Dean Heller
DEAN HELLER
Secretary of State

John W. ...